

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., *et al.* : 08-13555 (JMP)
Debtors. : (Jointly Administered)
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**DECLARATION AND DISCLOSURE STATEMENT OF JACQUELINE ALLEN,
ON BEHALF OF MANDEL, KATZ & BROSNAN LLP**

JACQUELINE ALLEN declares and says:

1. I am a Solicitor of the Supreme Court of England and Wales and a member of Mandel, Katz & Brosnan LLP, located at 4th Floor, Genesis House, 17 Godliman Street, London EC4V 5BD (the "Firm"). I make this Declaration on behalf of the Firm.

2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide legal services to the Debtors with regard to settling debt trades in Europe, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to the services that the Debtors have

requested the Firm to provide in relation to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. Currently, the Firm is assisting the Debtors (each in its capacity as a seller or buyer) with the documentation required to close secondary market trades relating to the bank debt of various borrowers (the "Debt Trades"). The main business of the Firm is advising holders of distressed assets in relation to the sale and purchase of such assets and, therefore, the Firm historically has represented, and will continue to represent, various clients who have some connection to these chapter 11 cases, some of whom the Firm may assist with the completion of proof forms. However the Firm does not represent any client who is subject to the Debt Trades and will refrain from any future representations that would be adverse to the Debtors' interest in the Debt Trades that are subject to the Firm's engagement. As such, the Firm represents to the best of its knowledge that it does not hold interests adverse to the Debtors with respect to the matters on which the Firm is to be engaged, and accordingly the Firm's engagement is consistent with the provisions of section 327(e) of the Bankruptcy Code. In addition, the Firm does not have any relationship with persons that are parties in interest in the Debtors' chapter 11 cases, their attorneys, or accountants that would be adverse to the Debtors or their estates in respect of the Debt Trades.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain after due enquiry, holds or represents any interest adverse to the Debtors or their estates.

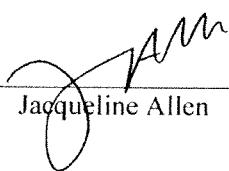
6. The Debtors owe the Firm \$417.50 and £37.51 for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment as counsel for the Debtors, if the Firm should discover any facts contrary or material to the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: May 12, 2009

LONDON, ENGLAND


Jacqueline Allen

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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: :
LEHMAN BROTHERS HOLDINGS INC., *et al.* : 08-13555 (JMP)
: :
Debtors. : (Jointly Administered)
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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN
BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively,
the “Debtors”)

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Mandel, Katz & Brosnan LLP, 4th Floor, Genesis House, 17 Godliman
Street, London EC4V 5BD

2. Date of retention: 16 April 2009
3. Type of services provided (accounting, legal, etc.):
Legal services
4. Brief description of services to be provided:
Advice in relation to settling debt trades in Europe
5. Arrangements for compensation (hourly, contingent, etc.)
Hourly fees
 - (a) Average hourly rate (if applicable):
Jacqueline Allen is charged at £305.00 per hour plus value Added Tax (currently 15% and 17.5% from 1 January 2010) ("VAT") and Caroline Friederichs is charged at £230.00 per hour plus VAT. There are two other lawyers in London that may work on other transactions for the Debtors in the future and their names and charge-out rates are (i) Elizabeth Bilbao at £260.00 plus VAT, and (ii) Andrew Nave at £220.00 plus VAT.
 - (b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):
Not relevant to the services now being provided
6. Prepetition claims against the Debtors held by the firm:
Amount of claim: \$417.50 and £37.51
Date claim arose: 11 February 2008
Source of Claim: Invoice for legal services
7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:
None
8. Stock of the Debtors currently held by the firm:
None

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: Not applicable

Status: Not applicable

Kind of shares: Not applicable

No. of shares: Not applicable

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

The main business of Mandel Katz & Brosnan LLP (the "Firm") is advising holders of distressed assets in relation to the sale and purchase of such assets, and as the Debtors are distressed companies, the Firm is currently advising other clients in relation to the sale and purchase of assets (such as claims against or debts) of the Debtors. However, such advice will not be given to any counterparty in relation to specific transactions in which the Firm will represent the Debtors. In this context, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

11. Name of individual completing this form:

Jacqueline Allen